

1 McCormick, Barstow, Sheppard,  
Wayte & Carruth LLP  
2 Hagop T. Bedoyan, #131285  
*hagop.bedoyan@mccormickbarstow.com*  
3 Matthew P. Bunting, #306034  
*matthew.bunting@mccormickbarstow.com*  
4 7647 North Fresno Street  
Fresno, California 93720  
5 Telephone: (559) 433-1300  
Facsimile: (559) 433-2300  
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7 Attorneys for Creditors, DOUBLE EAGLE  
INVESTMENTS, INC and JEFF CAMPBELL

8 UNITED STATES BANKRUPTCY COURT  
9  
10 CENTRAL DISTRICT OF CALIFORNIA, NORTHERN DIVISION

11 In re  
12 SANTA MARIA BREWING CO INC.,

13  
14 Debtor-in-Possession

Case No. 9:20-bk-11486-DS

Chapter 11

Disclosure Statement Hearing

Date: August 24, 2021

Time: 11:30 a.m.

Place: Origination from Ct Rm. 201

[Confirm Court's Telephonic/Video

Appearance Requirements

Judge: Honorable Deborah J. Saltzman

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19 **STIPULATED MODIFICATION TO DEBTOR'S CHAPTER 11 PLAN FILED ON JULY**  
20 **13, 2021 [DOC 140]**

21 Santa Maria Brewing Co, Inc., the debtor-in-possession (the "Debtor"), Jeff Campbell  
22 ("Campbell") and Double Eagle Investments, Inc. ("DE") hereby stipulate to the following  
23 modification of the Debtor's Chapter 11 Plan filed on July 13, 2021 (the "Plan") [Doc 140], which  
24 will result in Campbell (Debtor's second largest shareholder along with his wife Adrienne) and  
25 largest general unsecured creditor) and DE voting in favor of, and supporting confirmation of the  
26 Plan:

27 1. Upon the effective date of the Plan, Debtor's Board of Directors ("Board") shall be  
28 increased in size from the current three members to a maximum of seven members with Jeff and

1 Adrienne Campbell appointing two new directors and the Debtor's third largest shareholders, Mike  
2 and Marianne McCormick ("McCormick") also appointing two new directors, which can include  
3 themselves, for a total of four new directors;

4 2. Upon the effective date of the Plan, Debtor's directors will consist of the following  
5 or their nominees:

- 6 a. Byron Moles;
- 7 b. Karen Moles;
- 8 c. Mike McCormick;
- 9 d. Marianne McCormick;
- 10 e. Bryan Fortin;
- 11 f. Jeff Campbell; and
- 12 g. Adrienne Campbell

13 3. Following the effective date of the Plan, Debtor will have annual shareholders  
14 meetings and otherwise follow California corporations law with respect to the governance of the  
15 reorganized Debtor;

16 4. Following the effective date of the Plan, Debtor shall maintain Directors and Officers  
17 insurance coverage for its directors and officers;

18 5. Following the effective date of the Plan, Debtor shall have its accountants prepare  
19 annual reviewed financial statements and make them available to its directors commencing with the  
20 2021 tax year;

21 6. Upon the effective date of the Plan, Debtor's By-Laws shall be amended to reflect  
22 the changes reflected in the preceding paragraphs;

23 7. The Plan and Disclosure Statement shall be revised to include the provisions  
24 described herein before being sent to creditors;

25 8. The Class 8 general unsecured claim of Campbell in the amount of \$2,673,420.71,  
26 as reflected in his amended Proof of Claim filed on July 14, 2021 [Claim 35-3] shall be allowed and  
27 treated as a Class 8 claim; Campbell shall waive any and all other claims against the Debtor, its  
28 officers, directors, affiliates, owners and agents, as of the effective date of the Plan

1 9. All proceedings in the derivative action currently pending in the San Luis Obispo  
2 County Superior Court, Case No. 20CVP-0282, entitled, *Jeff Campbell, derivatively on behalf of*  
3 *Santa Maria Brewing Co., Inc., etc. v. Byron Moles; Karen Moles and DOES 1-30*, shall be  
4 continued pending approval of the Plan, and shall be dismissed with prejudice with each party to  
5 bear their own fees and costs upon the effective date of the Plan;

6 10. Campbell and Double Eagle shall forbear from serving or taking any action with  
7 regard to the breach of contract action filed in the Santa Barbara County Superior Court on July 6,  
8 2021, Case No. 21CV02735, entitled, *Jeff Campbell, etc. v. Byron Moles, etc.*, and all deadlines and  
9 response dates with respect to that action shall be continued pending approval of the Plan. This  
10 action shall be dismissed with prejudice with each party to bear their own fees and costs, upon the  
11 effective date of the Plan; and

12 11. The Plan, as modified by this stipulation, will be accepted by Campbell and DE and  
13 both of them will support and vote in favor of the Plan as modified by this stipulation.

14  
15 Dated: August 9, 2021

MCCORMICK, BARSTOW, SHEPPARD,  
WAYTE & CARRUTH LLP

16  
17  
18 By: 

Hagop T. Bedoyan

Matthew P. Bunting

Attorneys for Double Eagle Investments, Inc. and Jeff  
Campbell

19  
20  
21 Dated: August 12, 2021

LESLIE COHEN LAW, P.C.

22  
23  
24 By: 

Leslie A. Cohen

Attorneys for Santa Maria Brewing Co Inc.  
Debtor-in-Possession

25  
26 039629-000000 7819045.1

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:  
**7647 N. FRESNO STREET, FRESNO, CA 93720**

A true and correct copy of the foregoing document entitled (*specify*): **STIPULATED MODIFICATION TO DEBTOR'S CHAPTER 11 PLAN FILED ON JULY 13, 2021 [DOC 140]**

will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) **August 23, 2021**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Hagop T Bedoyan [hagop.bedoyan@mccormickbarstow.com](mailto:hagop.bedoyan@mccormickbarstow.com), terry.douty@mccormickbarstow.com  
Leslie A Cohen [leslie@lesliecohenlaw.com](mailto:leslie@lesliecohenlaw.com), jaime@lesliecohenlaw.com; olivia@lesliecohenlaw.com  
Jamie P Dreher [jdreher@downeybrand.com](mailto:jdreher@downeybrand.com), mfrazier@downeybrand.com; courtfilings@downeybrand.com  
Lori L Enrico [lori@giannettaenrico.com](mailto:lori@giannettaenrico.com), melanie@giannettaenrico.com  
Brian D Fittipaldi [brian.fittipaldi@usdoj.gov](mailto:brian.fittipaldi@usdoj.gov)  
Alan Craig Hochheiser [ahochheiser@mauricewutscher.com](mailto:ahochheiser@mauricewutscher.com), arodriguez@mauricewutscher.com  
Sandra McBeth [donna@mcbethlegal.com](mailto:donna@mcbethlegal.com)  
Kenneth Miskin [Kenneth.M.Miskin@usdoj.gov](mailto:Kenneth.M.Miskin@usdoj.gov)  
United States Trustee (ND) [ustpregion16.nd.ecf@usdoj.gov](mailto:ustpregion16.nd.ecf@usdoj.gov)  
Larry D Webb [Webblaw@gmail.com](mailto:Webblaw@gmail.com), [larry@webblaw.onmicrosoft.com](mailto:larry@webblaw.onmicrosoft.com)

☐ Service information continued on attached page

**2. SERVED BY UNITED STATES MAIL:**

On (*date*) \_\_\_\_\_, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) August 23, 2021, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

**Served via Fed Ex overnight**

Hon. Deborah Saltzman  
U.S. Bankruptcy Court  
255 E. Temple Street  
Los Angeles, CA 90012

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

08/23/21

Date

TERRY DOUTY

Printed Name

Signature